

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline September 19, 2005 @ 4:00 p.m.

**THIRTEENTH QUARTERLY FEE APPLICATION OF KRAMER
LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE
OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS FOR THE
PERIOD FROM APRIL 1, 2005 THROUGH JUNE 30, 2005**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide
Professional Services to: Official Committee of Equity Holders

Date of Retention: As of July 18, 2001

Period for which compensation
and reimbursement is sought: April 1, 2005 through and including June 30, 2005

Amount of Compensation sought as
actual, reasonable and necessary: \$74,471.50

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary: \$3,641.49

This is a(n): — monthly X interim application

**SUMMARY OF MONTHLY FEE STATEMENTS FOR KRAMER LEVIN NAFTALIS &
FRANKEL – APRIL 1, 2005 THROUGH JUNE 30, 2005**

Fee Application Filing Date Docket No. Period Covered	Total Fees Requested	Total Expenses Requested	Certification of No Objection Filing Date Docket No.	Amount of Fees Paid (80%)	Amount of Expenses Paid (100%)	Total Amount of Fees and Expenses Requested
05/25/2005 8530 April 1, 2005 – April 30, 2005	\$29,522.00	\$1,323.60	06/22/2005 8669	\$23,617.60	\$1,323.60	\$30,845.60
06/21/2005 8694 May 1, 2005 – May 31, 2005	\$19,218.50	\$2,198.64	07/20/2005 9033	\$15,374.80	\$2,198.56	\$21,417.06
06/21/2005 9101 June 1, 2005 – June 30, 2005	\$25,731.00	\$119.33	8/22/05 9227	\$0.00	\$0.00	\$25,850.33
Total	\$74,471.50	\$3,641.49		\$38,992.40	\$3,522.16	\$78,112.99

Currently Unpaid: Fees \$ 35,509.40
 Expenses \$ 119.33

TOTAL \$ 35,628.73

**SUMMARY OF OUTSTANDING FEES OWED TO KRAMER LEVIN NAFTALIS &
FRANKEL - OCTOBER, 1 2002 - MARCH 31, 2005**

Time Period	Fees and Expenses Requested	Fees and Expenses Approved ¹	Fees and Expenses Paid	Fees and Expenses Owed
April 1, 2002 - June 30, 2002	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$-0-
July 1, 2002 - September 30, 2002	\$ 87,266.50 \$ 10,070.69	\$ 86,576.50 \$ 9,737.19	\$ 86,576.50 \$ 9,737.19	\$-0-
October 1, 2002 - December 31, 2002	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$-0-
January 1, 2003 - March 31, 2003	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$-0-
April 1, 2003 - June 30, 2003	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$-0-
July 1, 2003 - September 31, 2003	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$-0-
October 1, 2003 - December 31, 2003	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$-0-
January 1, 2004 - March 31, 2004	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$-0-
April 1, 2004 - June 30, 2004	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$-0-
July 1, 2004 - September 30, 2004	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$-0-
October 1, 2004 - December 31, 2004	\$406,517.00 \$ 14,406.04	\$ 400,556.50 \$ 14,265.04	\$406,517.00 \$ 14,406.04	\$-0-
January 1, 2005 March 31, 2005	183,897.00 12,593.68	\$ 0.00 \$ 0.00	147,856.80 12,593.68	\$36,040.20
TOTAL	\$1,059,926.00 \$ 54,964.62	\$468,822.00 \$ 27,964.90	\$902,086.59 \$ 56,776.98	\$36,040.20

Currently Unpaid: Fees: \$ 36,040.20
 Expenses \$ 0.00

TOTAL \$ 36,040.20

¹ July 1-September 30, 2002 Order Granted on March 12, 2003 (Docket No. 3511); October 1-December 31, 2002 Order Granted on July 28, 2003 (Docket No. 4157); January 1-March 31, 2003 Order Granted on September 22, 2003 (Docket No. 4480); April 1-June 30, 2003 Order Granted on December 15, 2003 (Docket No. 4827); July 1-September 30, 2003 Order granted on April 26, 2004 (Docket No. 5482); October 1-December 31, 2003 Order Granted on June 16, 2004 (Docket 5822); January 1-March 31, 2004 Order Granted on September 27, 2004 (Docket 6465); April 1-June 30, 2004 Order granted on January 26, 2005 (Docket 7622); July 1- September 30, 2004 Order granted on March 22, 2005 (Docket 8081); October 1- December 31, 2004 still pending.

SUMMARY OF TIME FOR BILLING PERIOD

Name	Hourly Billing Rate	Total Billed Hours	Total Compensation
Nadler, Ellen R.	660.00	6.50	\$ 4,290.00
Bentley, Philip	595.00	13.60	\$ 8,092.00
Horowitz, Gregory A.	560.00	22.00	\$ 12,320.00
Becker, Gary	260.00	5.00	\$ 1,300.00
Becker, Gary	506.00	78.90	\$ 39,988.00
Novod, Gordon	410.00	3.10	\$ 1,271.00
Dimos, Bill	275.00	2.90	\$ 797.50
Mangual, Kathleen	205.00	1.30	\$ 266.50
Dolce, Lisa	205	29.80	\$ 6,109.00
McDonagh, Kaitlin	75.00	0.50	\$ 37.50
Total		163.60	\$ 74,471.50

COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category	Total Hours for the Period 4/1/05 through 6/30/05	Total Fees for the Period 4/1/05 through 6/30/05
Case Administration	13.3	\$ 3,815.00
Creditor Committee	23.5	\$ 12,505.00
Bankruptcy Motions	7.1	\$ 3,423.50
Reorganization Plan	0.4	\$ 208.00
Fee Applications, Applicant	34.2	\$ 10,098.00
Claims Analysis Objection	61.4	\$ 34,423.00
Fraudulent Conveyance/Adv. Proceeding	1.6	\$ 847.00
Hearings	13.1	\$ 6,812.00
Travel/Non-Working	9.0	\$ 2,340.00
Total	163.6	\$ 74,471.50

EXPENSE SUMMARY (Schedule of Dispersments)

Expense Category	Total Expenses For the Period 4/1/05 through 6/30/04
Photocopying	\$ 985.50
Manuscript Service	15.00
Research Service	28.00
Postage	0.37
Messenger/Courier	40.77
Document Retrieval Fees	986.37
Cab Fares	\$ 99.50
Out-of-town Travel	\$ 1,485.98
Total	\$3,641.49

VOLUNTARY DISPERSEMENT REDUCTIONS

Disbursements	Amount
Photocopying	\$ 525.00
Manuscript Service	\$ 30.00

The foregoing summaries are submitted to the Court pursuant to the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Amended Administrative Order"). Pursuant to the Amended Administrative Order, Kramer Levin respectfully requests that, for the period April 1, 2005 through June 30, 2005, it be allowed the total amount of fees of \$74,471.58 and disbursements \$3,641.49, and that the Debtor be directed to pay all outstanding unpaid amounts.

Dated: August 24, 2005

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: 

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